

Regular Meeting: November 16, 2011
Time: 10:00 a.m.
Location: The Borgata Hotel Casino & Spa
Atlantic City, New Jersey

1. Call to Order (sign-in).
2. Approval of Previous Meeting Minutes
3. Reports:
 - Maria Maio, Professional Development
 - Gary Centinaro, Member Services
 - Louis Riccio, Legislative
 - Joe Billy, Jr., Housing
 - Jack Warren, Insurance
 - E. Dorothy Carty-Daniels, Commissioner
 - Douglas G. Dzema, Treasurer
 - Deborah Heinz, DCA
 - Sandy Niemiec-Section 8 and Contract Administration
4. Approval of Bills.
5. Old Business.
6. New Business, Correspondence.
7. Adjournment.

PRESENT:

**JOHN T. MAHON, EXECUTIVE DIRECTOR OF BAYONNE HOUSING
AUTHORITY**

**JOHN CLARKE, EXECUTIVE DIRECTOR OF NEW BRUNSWICK HOUSING
AUTHORITY**

**JOE BILLY, JR. EXECUTIVE DIRECTOR OF MIDDLETOWN HOUSING
AUTHORITY**

**JACK WARREN, EXECUTIVE DIRECTOR OF EDGEWATER HOUSING
AUTHORITY**

**GARY CENTINARO- EXECUTIVE DIRECTOR OF BEVERLEY HOUSING
AUTHORITY**

**LOU RICCIO, EXECUTIVE DIRECTOR OF MADISON HOUSING
AUTHORITY**

**MADELINE COOK, EXECUTIVE DIRECTOR OF EDISON HOUSING
AUTHORITY**

**SAM HUDMAN, EXECUTIVE DIRECTOR OF GLOUCESTER COUNTY
HOUSING AUTHORITY**

**VICTOR CIRILO, EXECUTIVE DIRECTOR OF PASSAIC HOUSING
AUTHORITY**

**DOUGLAS DZEMA, EXECUTIVE DIRECTOR OF PERTH AMBOY HOUSING
AUTHORITY**

**ERIC CHUBENKO, EXECUTIVE DIRECTOR OF CARTERET HOUSING
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**MARION SALLY, EXECUTIVE DIRECTOR OF MORRISTOWN HOUSING
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**LILLIAN CUIFO, EXECUTIVE DIRECTOR OF FORT LEE HOUSING
AUTHORITY**

KAY NEST, COMMISSIONER

**MARIA MAIO, EXECUTIVE DIRECTOR OF JERSEY CITY HOUSING
AUTHORITY**

**ROBERT DI VINCENT, EXECUTIVE DIRECTOR OF WEEHAWKEN
HOUSING AUTHORITY AND WEST NEW YORK HOUSING AUTHORITY**

**SANDY NIEMIEC, EXECUTIVE DIRECTOR OF HIGHLAND PARK HOUSING
AUTHORITY**

**MARIA MARQUEZ, EXECUTIVE DIRECTOR OF CAMDEN HOUSING
AUTHORITY**

RICHARD KEEFE-EXECUTIVE DIRECTOR OF NJAHRA

WILLIAM SNYDER-SERVICE OFFICER

John Mahon opened the meeting and welcomed everyone to the monthly meeting.
Motion to suspend the reading of the minutes and file accordingly made by Robert Di Vincent
Second by Dick Keefe
All in favor.

Reports:

Maria Maio- Professional Development- We had a good year. Surveys were e-mailed to all members for what kind of training they would like to have. Please complete the survey. As issues come up, please notify us.

John Mahon- We had great educational classes at the MARC Conference for the region. Any ideas we are here to work for all Housing Authorities. All different kinds of programs; any suggestions please e-mail us.

Gary Centinaro- Member Services- No report.

Lou Riccio-Legislative- On a panel at this time.

Joe Billy, Jr- Housing- Fiscal year agreement was released on Monday night

Issues: no reserve amount can be lower than \$100,000

Set aside \$20,000,000 hardships for some agencies

Flexibility allows use of funds for capital improvements.

Capital fund cut back \$165 million

Compensation limit to \$160,000 amount for employee

John Mahon- Said lots of information coming out and pay attention to what going on.

Jack Warren-Insurance- Said there are 74 members 90 members overall in the JIF.
Responding to an RFP from Secaucus Housing Authority waiting for results will keep you posted.

E. Dorothy Carty Daniels-Commissioner-Giving a class

Doug Dzema-Treasurer- Sent emails with financial data.

Budget actual 10-31-11

Proposed budgets

John Mahon asked if the revenue from MARC Conference was included

Doug Dzema stated he did not know.

John Mahon said \$12,000 to 13,000 proceeds from Conference the Chapter will be getting. The Conference was very successful.

John Mahon asked Bill Snyder the process of the Budget. Bill said introduce the Budget and at January's meeting pass it.

John Mahon motion to introduce the Budget and discuss at January's meeting.

Motion made by Madeline Cook

Seconded by Eric Chubenko

All in favor.

Motion Carried.

Deborah Heinz- DCA- absent

John Mahon extended well wishes to Deborah, the good news she will be retiring after 31 years of service with the DCA. The sad news is she will no longer be on our board. We will recognize her at the luncheon; she brought a lot to the table.

Sandy Niemiec- Section 8 and Contract Administration- No report.

Haven't heard anymore on reprieve with HFMA contract administration.

Maria Maio-mentioned any input to our Senators on Section 8 would be beneficial.

John Mahon said the Federal elected officials are not hearing enough from us; not as a group but individually keep them informed this will help our situations by keeping the lines of communication open.

Bill Snyder-Service Officer- said he is working on the calendar for 2012 and will be ready for December no later than January.

Set dates for training will be on the calendar.

Surveys are out there and we need more input.

John Mahon asked can we distribute the surveys at lunch tomorrow.

Bill Snyder- said he is trying to keep up to date with the members list.

Got a list from Mary Pike 82 NAHRO members 13 private. I will do something on a daily basis.

Newsletter being distributed people looking for vendors employment opportunities,

RFP's training for MEL affords classes for members in the JIF which is free.

He said the Conference is going very well and well attended with many vendors more than we could handle. Registered 220.

John Mahon thanked everyone for showing up.

John Mahon Old Business- None.

John Mahon passes the renewal of Professional Services Motion to renew contracts for Accounting, Service Officer and Legal.

Dick Keefe made the motion

Seconded by Bob Di Vincent

All in favor.

Dick Keefe would like to commend Bill Katchen he did a great job for us.

John Mahon said he appreciated what Frank has done for us.

Bill Snyder, Service Officer great job.

All in favor.

Motion Carried.

Sandy Niemiec said the JIF meeting and Holiday Meeting will be held on Friday, December 2, 2011. Luncheon/Dinner plus entertainment.

Victor Cirilo- said since we have additional members a piece of legislation working with low pressure boilers. It's a State law to inspect every 2 hours. He said it's no longer required to pay someone to inspect the boiler every 2 hrs a day.

Frank Borin-Working with membership to help lobby to get this piece of legislation brought forth and hopefully approved. We have a bill pending with the assembly Maria and I met with Senator Cunningham. Letters from the membership would be very helpful and we can coordinate with Victor.

New Business:

Maria Maio asked about the Comparability Study required for all Housing Authorities. Motion set forth to prepare an RFP for a Comparability Study obtain a firm to conduct a survey and get this completed for all our members.

John Clarke- agrees to accept this motion support the motion for Comparability study we need to get don quickly.

The Federal side capped salaries and some benefits at \$160,000 for Executive Directors.

Sam Hudman asked I thought the 5 highest paid employees.

John Mahon said the 5 highest paid list their title and salaries was due already.

John Clarke get someone who does this for a living and will be used by all of our members. N.J. Authorities should have and get it done quickly.

John Clarke said I would second Maria's motion.

John Mahon instead of waiting for a meeting to endorse it have Bill email to Executive Board and comment on it and authorize to enter into the contract.

Maria said we will review the cost and authorize with a Board Meeting, once we make that decision.

John Clarke said this is something you have to have.

Sandy Niemiec asked if NJNAHRO would be absorbing the cost.

John Clarke asked if that was in Maria's motion.

Maria said yes.

John Clarke said he would like to second that.

John Mahon said get results back if it's an outlandish fee we will re assess what to provide for our membership.

John Clarke asked if Maria would re-state the motion.

Mari Maio- for the Service Officer to develop an RFP that will be reviewed by the Executive Committee quickly then advertise for proposals for a Comparability Study of all Executive Directors to provide an ED with all guidelines that have been set forth and

we will review the cost and to let members know if we will be absorbing the cost completely, partially or not at all.

John Mahon said to execute accordingly without a Board meeting.

Gary Centinaro seconded.

All in favor Motion called.

John Mahon we had a Special Meeting and Board vote to proceed with elections in the form of recommendation made by the Nominating Committee.

Maria Maio- the resolution was to waive the process of the nominating election process and to proceed with election. The resolution was to waive the by-laws. I never heard of waiving by-laws. Our counsel gave us an opinion of the agreement we did not follow. If we are going to waive the By-laws it should be waived through an amendment.

Frank Borin- I think Maria's right in terms of the decision made and vote taken to forgo any inconsistencies.

Bill Snyder- On Friday fill the Ballots out turn in on Friday and I will tabulate them.

Dick Keefe-asked if ballots were available.

John Mahon made a suggestion to have the ballots on colored paper.

Dick Keefe- made a motion to take a roll call at time of election and each agency would have one ballot and a representative from that agency pick up the ballot. If you're not there no ballot.

Seconded by Bob DiVincent

All in favor 11- Executive Board Members

1-Opposed

1-Abstained

John Mahon asked if we could suspend what we are doing and that we are very pleased to have with us today Saul Ramirez. He said that he just got word that the agreement for the 2012 Budget doesn't look all that good lots of work ahead of us. John Mahon thanked him for coming in to speak with us.

John Mahon adjourns the meeting.

Motion was made by Sam Hudman

Seconded by Eric Chubenko

All in favor.

NJNAHRO BOARD SPECIAL MEETING

WEDNESDAY, NOVEMBER 16, 2011

ATLANTIC CITY, NEW JERSEY

PRESENT:

**JOHN T. MAHON, EXECUTIVE DIRECTOR OF BAYONNE HOUSING
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**JOHN CLARKE, EXECUTIVE DIRECTOR OF NEW BRUNSWICK HOUSING
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E. DOROTHY CARTY-DANIELS-COMMISSIONER

RICHARD KEEFE-EXECUTIVE DIRECTOR OF NJAHRA

WILLIAM SNYDER-SERVICE OFFICER

SPECIAL MEETING NOVEMBER 16, 2011

John Mahon opened the meeting and thanked everyone for coming in at this early hour and said he really appreciated it.

I called this meeting however; I did have a block of Executive Board Members who contacted me to have this meeting. Any By-laws or tradition say over 25% of people want to have a meeting and they do, so I'm calling the meeting. I'll take it on my shoulders as opposed to signing off.

John said based on Frank's research we have to work with what's been set up and approved and that's 1 vote 1 agency.

John Mahon asked if Frank Borin would like to comment on that.

Frank Borin said based on the research we've done we were able to identify one rule from National NAHRO By-laws back in 1995 when NJNAHRO was originally incorporated and those By-laws speak to active members and associate members. Our ticket on that issue is 1 member 1 vote. Active members paying dues to NAHRO. If you are an active member, my understanding is each agency pays \$150 a year and is collected through National.

John Clarke- said his agency pays additional money for additional individual members outside of his agency. His Housing Authority pays for four additional to National.

John Mahon said he is unaware of this situation.

Lou Riccio said besides agencies there are members paying their own dues, when paying themselves we don't get a piece of that.

John Clarke said we pay for our members and the additional from our agency.

John Clarke asked if any other State Chapters sent By-laws in that are that specific.

John Mahon said he called DC but some of the filing cabinets went south and that's where they were maintaining records. National does not have a copy of the latest By laws approved. They did a search as late as Monday.

Lou Riccio would it be easier to do a resolution to adopt the 1995 By-laws 1 agency 1 vote.

Lou Riccio said the only changes to the 1995 By-laws were that we eliminated a Secretary and put in a recording and a corresponding and added 1 more VP.

Lou said a letter from National that By-laws were approved. No signatures on By-laws.

John Mahon wants to get something relatively official.

John Clarke said the only thing about adopting or readopting the 1995 version of the By-laws is I'm confused about some things in the By-laws about actions, amount of people, percentages and Executive Committee-who has the power with what to do.

Lou Riccio said in these By-laws if you miss three meetings you are automatically removed.

Lou Riccio I'm going to make a resolution accepting the 1995 By-laws 1 agency 1 vote at this time, then turn over to the By-law committee next year to work out any additional changes.

Seconded by Robert Di Vincent.

John Mahon do we really even need that if we've working with Frank's

Bob Di Vincent said it's just a clarification. We need to clarify what Frank said and turning them over to the By-laws committee.

John Mahon asked if he could make a suggestion that we do a resolution following the recommendations of Frank's as opposed to doing the By-laws again. Action based on his opinion.

Lou Riccio said he accepts the amendment.

John Clarke said now that we take this action and it passes what do we do now with National? Are we sending it back to someone there?

Lou Riccio-taking this action to reaffirm the attorney's opinion.

John Mahon for the 1 vote 1 agency.

John Mahon said there are other issues not just this one and I don't want to blanket it. We still have discussions on issues with the By-laws.

Jack Warren-well that will be up to the By-law Committee.

John Mahon said the next topic will be the nominating process.

There are some people out there that have questions on the nominating process, so I think it's premature to accept the By-laws first off retroactively accepting By-laws in relations to Frank's opinion 1 vote 1 agency and I have no problem.

Lou Riccio- I think we need to accept the 1995 By-laws approved by NAHRO. We really don't need a resolution to do this. I'm just doing so we can agree to ratify with what's already in existence. There are no other By-laws.

John Mahon said that's fine so we are not going to vote at this moment because if we do a resolution it gets opened up for discussion and there are other issues people will come up now.

John Clarke the By-laws Committee to complete its task and submit to National. I don't want to go through and then maybe they will meet in the Spring.

Lou Riccio said it's up to the current President and incoming President to instruct the By-law committee on how long they want it to take. No Board will object to time frame.

Maria Maio-I have another set of By-laws dated Nov. 17, 1995 and another Nov.22, 1996 where changes were made to the By-laws amended/adopted. Going back to John Mahon's questions in term in just checking if the By-laws ever went to National. It sounds like they were adopted by the Board of Trustees at that time.

John Mahon said that was the third set he found in the boxes at his office.

Maria Maio this is where the confusion came with about the associates and voting rights. When the By-laws committee met we were given a copy of By-laws that said were revised on Jan. 24, 2002. I will tell you and I appreciate Frank's comments about compliance with NAHRO constitution, but add that these were inclined with NAHRO constitution back in 1995. In 2001 NAHRO amended its' constitution and I suspect that these By-laws of Jan. 24, 2002 mirror the NAHRO constitution. That's where the first confusion came in because this was very clear it was in harmony with the National.

John Mahon said in relation to that my knowledge in the 2002 ones didn't get to National because they didn't make it through to Regional. Spoke to the Regional folks and their answer coming back was that for whatever reason if we didn't send it or they didn't act on them, but that's not the issue now.

Maria Maio said it looks like we adopted two other sets of By-laws.

Gary Centinaro said he called and you can have 100 maybe we adopted them because that was our mission at that time to send to National to ok them, if National doesn't ok or you can have 100 ideas and its not law until they pass them.

Maria Maio said I got that, but my point is if we administratively as a Board didn't go and set this it's on us not on NAHRO.

Gary Centinaro some body dropped the ball.

Why it should be a problem now, the problem is to get it straightened out get it to the right place.

Maria Maio- I agree, I'm trying to get to the right place where the 2002 adopted 1995/96 adopted by this Board and didn't follow the process.

John Mahon trying to establish the 1995 ones we are working off of they were approved by National yes or no?

Gary Centinaro- Yes.

John Mahon If they were passed by National then National folks are recognizing these as our By-laws as opposed to the other ones we didn't forward we are following these there the last that National got.

Maria Maio- I'm not disagreeing with the 1995, but my point is and I'll address this to Frank: A Board of Trustee adopted subsequent By-laws they were never submitted to the National what does that mean?

Frank Borin asked from a corporation stand point.

Lou Riccio I don't think you can say from a corporation stand point.

Maria Maio yes from a corporation stands point.

Lou Riccio said I think you can say they never were submitted.

Bob Di Vincent said they were approved never adopted. We have a legal opinion and a motion and a second. I think all of these discussions should be on hold. We should go forward. It's like beating a dead horse. The 2002 and 2001 should be forwarded to the By-law Committee. I think we should go forward with Frank's opinion. I seconded and move forward.

Madeline Cook- I think we are getting off of everything. There's a motion with a second on the floor even for the sake of time.

John Mahon Time I'm not concerned with that.

Madeline Cook- I have another meeting to go to. I think it's time to call for the vote and get it over with the vote will be everyone's opinion.

John Mahon my concern was as it was reinvented the motion is that there are issues in those By-laws that people have questions on, including myself filtered in there by if we are saying we're re-enforcing or re-affirming whatever the language you want to use. That means we're accepting everything in those By-laws and I don't think everything in those By-laws are cut and clear and that all I'm saying.

Jack Warren- That's up to the By-laws Committee.

John Mahon with all due respect if I have a question about how the nominating process works and that's included as being pre affirmed in those By-laws, I don't think it's appropriate that as a blanket statement we've passing something when there's still questions on some things.

Jack Warren- I disagree.

Lou Riccio- We don't have an parliamentary or an expert, but having done this for years once you call for the questions there is no more discussions you either vote it up or vote it down.

John Mahon- I respectfully disagree. There are questions on it.

Dick Keefe- The question says beyond motion we admit there are problems with the By-laws and needs to be looked at and those problems should be corrected that's why you have a By-laws committee. The point made here is the motion to adopt the 1995 By-laws to ratify the 1995 By-laws has nothing to do with the subsequent action with regards to amending them.

John Mahon-said that's not where I'm going.

Dick Keefe-Where are you going?

John Mahon said I'll tell how we're going if we are going to adopt something for 1995 how it's going to be enforced.

Dick Keefe-My understanding take questions on motion.

Lou Riccio- Mr. Attorney once a question is called what's the procedure?

Frank Borin-Well if there's question or discussions on the motion this would be directed to the motion.

Lou Riccio Once the question is called what occurs?

Frank Borin- John, let me say one thing real quick. The By-laws were adopted and approved by NJNAHRO in 1995 the only By-laws we have a record of being approved by NJNAHRO oh by National specifically states the By-laws and any amendments to the By-laws are only effective upon approval by NAHRO. That's a condition of the By-laws. So even if this body approves amendments and I think this answers Maria's question they are not effective unless approved by NAHRO.

Maria Maio-Thank you Frank.

John Mahon- Asked what are we voting on then?

Lou Riccio- Said there's no need for a vote.

John Mahon- Said fine call the vote. He asked if Lou would state the motion again.

Lou Riccio- To ratify or agree or accept the 1995 By-laws in total including 1 agency 1 vote and submit to the By-laws committee a recommendation that they reviewed any subsequent amendments these By-laws and get back to us in 60 days with a new set of By-laws which will be submitted to NAHRO and National.

John Mahon-Asked Gary Centinaro what is the amount of time Member Services needs to get something.

Gary Centinaro- Two meetings I think March and July.

John Mahon- Not to get to the Board of Governors, but to Member Services.

John Mahon- I would recommend if we need to vote on this at January or February's meeting can pass it on to them in March (Member Services) that's where I'm going with the time line. It might take another meeting to get it to the Board of Governors, but out of our hands.

Gary Centinaro-I will give it 60 days.

John Mahon- Vote on it in January or February then passes on to Member Services.

John Mahon- Asked is the time frame ok to go with the January meeting would be 60 days vote on them and pass to regional and if they can expedite in some way great it's done its course.

Lou Riccio-I accept that as an amendment.

John Mahon on that motion

All in favor.

Opposed-none

Motion carried.

John Mahon asked if any questions about the nominating process that we follow.

Sandy Niemiec asked if she could be excused, she had another meeting to attend.

John Clarke- Can someone tell me the down side of just taking a breath and getting these By-laws done.

Joe Billy, Jr. based on the previous discussion that could be next year.

John Clarke-I understand that, but I look at it from an organization. We all sit on Boards we all have By-laws with our own agencies. I don't feel comfortable in changing full on with a new set of leaders into something we need to work out and frame-work. The By-laws of your agency say what you do and how you do it and whether it's attending meetings, whether it's number of members and those are discussions that the By-laws committee will be having, which is going to develop the frame-work of this agency. I don't think it's a good idea to say well we have been doing this so far and we are going to fix it, which might take till June and maybe back by the Spring. I don't understand what the hesitation is.

Is there a resistance with the people we have now can they hold four or five months till we get the problems fixed. I think the discussion we had here this morning and if we went around this room and asked which By-laws are we using you would get four or five different answers.

Joe Billy, Jr. Every organization is made up of all the different individuals that support it and if they join well there will be a program to go forward which are those By-laws the different group that might in this organization next year might have completely different

opinions and look at those existing By-laws and decide they won't want to have them changed or keep them the way they are and that's the evolving process of any organization you're with and two years from now there could be a different Board of Trustees and they don't care for the 2011 By-laws. I think if we adopt the decision where we have a frame work to go forward and this is where we're starting.

John Clarke-asked what's the down size?

Gary Centinaro- There is a down size because if you want to do it right and you pick and choose then let's go back to 1995 and the Board that was ten and none of us are here. If you feel the election process is not correct and it's been consistent in all these years then we're going to continue and straighten it out from that point on then you have to go back to 95 and that is the point it is. If anyone here is from 1995 get up and walk out, because you can't pick and choose.

Bob Di Vincent- I think the organization has to continue to move forward we can't stop the process. We all have agreed it's unanimous we are working off of 1995 By-laws all other appointments and recommendations were accepted and we need to move forward with that and we shouldn't stop the process
We should disregard the intentions of the nominating committee this year and say we are going to change the By-laws. We are going to change the By-laws and if the next set of candidates or people on this Board decide to change them further they will go forward, but stop the process in mid stream doesn't make sense.

Victor Cirilo I think down sizing would give the perception of a healthy organization. It wouldn't serve the membership well if we were to interrupt the process.

Dick Keefe- The By-laws are to give you direction, it's your guide. You are required in a legal nature to follow the By-laws corporate requirements follow your By-laws. If you don't like them then you turn them over to the By-laws committee, but you still have to follow what you have whether you like it or not. That's your guide that's your rule your existing By-laws. If you go into recess we shouldn't have had our Annual Meeting; lets not follow just stop functioning until we get what we think we want.

Maria Maio: I agree with Dick I think that the reason we have By-laws and should follow them. But when accepting the 1995 By-laws there's a lot of issues it's not just the nominating/election process that we haven't been following. They call for 23 members and now we have 24. There are all sorts of things in the By-laws that we haven't followed. Right now as a Board of Trustee we are not in compliance with our 1995 By-laws.

Madeline Cook: Has a comment about the 1995/96 by-laws. I think if we had to explain this to the National NAHRO they would think we are a bunch of nuts. We have By-laws that we should be following that National approved, let's just do it.

Lou Riccio On that note, I'm going to make a motion: As the part time Chair of the Nominating Committee I note we met every deadline in the By-laws and make a motion to accept the Nominating Committees' recommendations and we hold elections on Friday morning and waive any noticing requirements.

Seconded: Joe Billy, Jr.

John Mahon: I asked several questions, as President of the nominating committee, and got zero answers. I was never informed about the slate asked what we should do with the vacancy we will have comes December 1st.

Lou Riccio-I'll speak for myself I turned my phone off.

John Mahon Said back in Sept. the way the first slate came out made us look really bad. My question was never answered why I wasn't given the courtesy before the slate was released. Then two more rounds of slates were released and still I was never given the courtesy. This thing got so jumbled and people sitting in this room still don't understand. I was trying to put a good face on a bad situation.

John Clarke: So the By-laws that we will follow are the 1995, so what's the waiver for.

Lou Riccio- The initial By-laws went out 16 days in advance of Friday to the nominating committee's recommendation. After people talking about the by-laws based on by-laws existed in 1981. The 1995 by-laws were found by Bill Katchen and Frank Borin and that slate which differed went out 14 days in advance in the By-laws there's 15 days advanced requirements. The wavier is asking to wave the number of days on the notice required to the general membership.

Sam Hudman said its 60 days.

Lou Riccio said 15 days.

John Clarke: Just so I understand General Membership is the 82 members.

Lou Ricco Correct

John Mahon asked is it 96?

Lou Riccio- No, we originally thought 96, but based on Frank's analysis it's just agency members.

Gary Centinaro- If that's the case none of us that were put on and if we continue as past practice and let it continue and know this, we are all professionals and bound and know that its broke and that we are going to fix it fine, but at this point none of us should be on this Board. Our past practice shows we did it this way and until the new President and By-law committee comes up and fixes it because we found it to be broke.

Jack Warren asked there's a motion on the floor and would like to hear the results of it.

Dick Keefe- I was President in 1977 blame me! Appointments were made for various committees you decided who should be on that committee and as protocol report back to the President. I just assumed that was taking place and as a member of the Nominating Committee I am guilty for the oversight and I apologize for that. Let's make sure this doesn't happen again.

Lou Riccio 120 advance challenged to prepare slate. Nominating committee meet via e-mails selected a slate. Based on existing members 27 we had opening. The Nominating Committee met at the NJAHRA with a slate of individuals. Why can't we open up again, submit slate 10 active members submitted to Secretary. Originally By-laws back to nominating committee selected 21 all of the sudden Frank said 23 created on ballots 24 slots selected by nominating committee 4 people not on Board.

Lou Riccio By-laws are amended next year we will expand the Board again back to 27. Lou said this organization will be bigger and better, once we get over the hump in the road because we all aired our dirty linen and we will expand only better, move forward as a whole leaving this meeting united and stronger. Lou asked members how we want to go forward accept or reject this resolution about the motion.

Maria Maio- Slate- 60 day requirement for slate to come out
Check e-mail addresses of all members

We are not in compliance with the By-laws as we sit here today.

We have three choices: One to ignore the By-laws and move on, two can amend the By-laws do it right and then proceed or three have the perception of an unhealthy organization there are many issues.

Frank Borin- The nominating process set forth in the By-laws is what it is. The fact since 1995 By-laws carries some weight a consistent process that's been followed; ultimately it's up to this Board, because no provision that says if you're not in compliance with nominating process this is how you wave non-compliance.

Gary Centinaro- We all agree it's broke and it's going to be fixed, but you're going back to picking and choosing of what you want to justify, what's the difference lets just continue.

Dick Keefe- Agreed the 1995 By-laws controls and must be followed. By-laws are required for Annual Meetings and Annual Elections. It requires a waiver from a legal stand point for time-frame and that the motion on the floor.

Lou Riccio said the past practices make a major difference; we never abided by the By-laws we followed with our past practices.

I want to vote on this resolution right now.

John Clarke- Are you asking for a waiver on time and notification?

Lou Riccio-Correct.

Dorothy Carty-Daniels- A motion has been made can we move this along. I'm calling the motion again take a vote.

Gary Centinaro- Motion should be withdrawn, because we need to be consistent don't pick and choose. Can't justify a waiver we need to be consistent going back and make a waiver or the By-laws after that go and change the By-laws.

John Mahon-Looking to withdraw that motion?

Lou Riccio-Said I think what Gary is saying is for the last 30 years we never followed the By-laws so no need for a resolution. Next year fix what's broken and continue with past practices.

Frank Borin-Authorize the election to go forward regardless of defects in process.

Dick Keefe-Follow By-laws in total. If the By-laws read the way they read back to motion that Lou made you require a waiver so back to that motion.

Maria Maio- Is there a waiver required or do what Frank said make an amendment to the By-laws. Maria asked if Frank was backing away from this.

Frank Borin- Ultimately it's up to this Board.

Lou Riccio I can amend my resolution to follow past practices.

John Mahon- I have a question what do we do about Debra Heinz situation. The ballot was released let the vote happen.

Lou Riccio- The Ballot has 31 names on it, we needed 23.
Some people got 6 votes some 5 votes and some no votes.
People have been de-selected when we met in September the only thing we agreed to was so the nominating committee opens up individuals who submitted petitions.

John Clarke- Asked Frank about members in By-laws 1995 membership doesn't have to be and Executive Director 10 signatures based on 82 members.

Lou Riccio- When we vote on Friday 1 agency 1 vote like when Doug and Dorothy its 1 vote and Kay and Lillian its 1 vote and Board members are a different story.

Maria Maio- Following the past practices the VP of Professional Services became the VP. Cherry picking which By-laws we follow it's gotten so confusing to stop and fix it and proceed.

Madeline Cook- Need a vote it's the fourth time.

John Mahon- Restate the amendment

Lour Riccio: To accept Nominating Committee's slate as submitted have the election on Friday morning and any other abnormalities or inconsistencies waived and comes January the By-laws Committee will ratify all of this.

Madeline Cook- Seconded.

All in favor.

John Mahon- Abstained.

All in favor -14

Opposed-4

1 abstained

Motion Carried.

Maria Maio stated at the Annual Meeting, November 18, 2011:

Although there are some very good people who have been nominated for the Board of Trustees, I will not vote based on challenging the nomination/election process. Specifically there was acknowledgement by the Board of Trustees that the nomination/election process was not in compliance with the By-laws. I believe waiving the By-laws by the Board of Trustees sets a dangerous precedent. Instead a minority of the Board advocated to stop the election process, amend the By-laws and then proceed with an election process in compliance with the By-laws, or at the very least as recommended in Legal Counsel's written opinion to notify the entire 82 Agency members of a vote to amend the By-laws, with approval required by 2/3rd of the members present. The By-laws are the written rules for conduct of an organization and a contract among members. The nomination/election process is the most important responsibility entrusted to the Board. Allowing a vote to proceed in violation of the By-laws by simply waiving the By-laws by 13 of the 82 members does not serve the best interests of this organization, is not inclusive nor transparent, leaves the organization vulnerable to criticism, challenges, and further scrutiny and does not promote the highest level of ethics expected of public officials. Thank you.